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TREISER, KOBZA & VOLPE, CHD.

ATTORNEYS AT LAW

The Northern Trust Building
4001 Tamiami Trail North
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of Counsel

• Also admitted in Kentucky
•• Also admitted in Iowa
◊ Also admitted in Michigan

† Board Certified
Tax Attorney

♦ Also admitted in New York

September 12, 1996

Return to
PIL ASAP

Attorneys Title Insurance Fund
Attn: Order Department
660 Jefferson Street, Suite 200
Tallahassee, Florida 32301

Re: APF DEVELOPMENT L.C.
Our File Number: 3457.002
Member Number: 5004

Dear Sir or Madam:

Enclosed you will find an original and one (1) copy of the Articles of Organization for APF Development L.C. together with our law firm's check in the sum of \$285.00 representing the filing fee due the Secretary of State. Please deliver these Articles to the Secretary of State for filing as soon as possible.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you for your assistance and cooperation.

I understand you will bill our office for your handling fee.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

Leslie L. Browning
Leslie L. Browning
Paralegal
For The Firm

Enclosures

When transactions/correspondence letter to the Fund for filing articles of incorporation (18)

FILED
97 JUN 24 PM 7:32
TALLAHASSEE, FLORIDA

RECEIVED
96 SEP 17 AM 8:21
DIVISION OF CORPORATION

000002071280--8
-01/28/97--01160--016
****285.00 ****285.00

W96-19486
11/27/97

TREISER, KOBZA & VOLPE, CHTD.

ATTORNEYS AT LAW

The Northern Trust Building
4001 Tamiami Trail North
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Naples, Florida 34103
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January 21, 1997

A. Kimberly Brossitt
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Catherine E. Kidon
Kim Patrick Kobza •
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Richard Shapack •
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• Also admitted in Iowa
• Also admitted in Michigan
• Also admitted in New York

† Board Certified
Tax Attorney

Ms. Neysa Culligan
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

Re: **APF Development LC**
Our File Number: 3457.002
Your Reference Number: W96000018486

Dear Ms. Culligan:

Thank you for your letter of September 17, 1996. As you indicated in your letter, enclosed you will find an original and one (1) copy of the Articles of Organization for APF Development LC, an Affidavit of Capital Contributions and our firm check in the sum of \$285.00 which sum represents your filing fee.

Kindly return to my attention a certified copy of said Articles of Organization.

If you have any questions regarding this matter, please feel free to contact me. Thank you very much for your attention and consideration.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.


Leslie L. Browning
Paralegal to The Firm
/llb

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 17, 1996

ATTORNEYS' TITLE INSURANCE FUND, INC.

TALLAHASSEE,

SUBJECT: APF DEVELOPMENT L.C.
Ref. Number: W96000019486

We have received your document for APF DEVELOPMENT L.C. and check(s) totaling \$285.00. However, your check(s) and document are being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 096A00042960

**ARTICLES OF ORGANIZATION
OF
APF DEVELOPMENT LC**

THE UNDERSIGNED hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be

APF DEVELOPMENT LC

**ARTICLE II
ADDRESS**

The mailing and street address of the Company's principal office is:

200 Aviation Drive North
Suite 2
Naples, FL 34104

**ARTICLE III
PURPOSES**

The general nature of the business or businesses to be transacted and which the Company is authorized to transact shall be as follows:

- A. To engage in any activity or business authorized under the Florida Statutes.
- B. In general, to carry on any and all incidental business; to have and exercise all the power conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

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97 JAN 24 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV DURATION

The duration for the Company is perpetual.

ARTICLE V REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent in Florida is STANLEY J. LIEBERFARB and the address of the Company's registered agent in Florida is 4001 Tamiami Trail North, suite 330, Naples, FL 34103.

ARTICLE VI MANAGEMENT

The Company is to be managed by the members. Each managing member is identified as follows: HOWARD J. MURRELL, JR., 2062 Sevilla Way, Naples, FL 34109 and STACEY L. MURRELL, 2062 Sevilla Way, Naples, FL 34109.

ARTICLE VII ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of the contribution by new members at the time the new members are admitted.

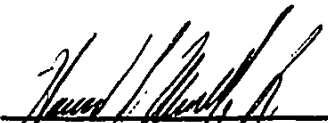
ARTICLE VIII CONTINUATION OF BUSINESS OPERATIONS


The Company may continue its business operations upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability Company only upon the unanimous approval of the remaining members.

**ARTICLE IX
TRANSFERABILITY OF MEMBER'S INTEREST**

A member's interest in the Company shall not be transferred unless the transfer is approved by the members in accordance with the Company's regulations.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 20th day of December, 1996.



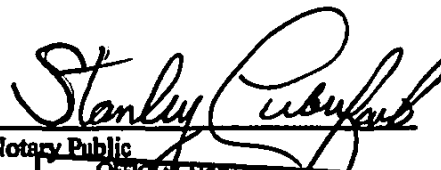
HOWARD J. MURRELL, JR.


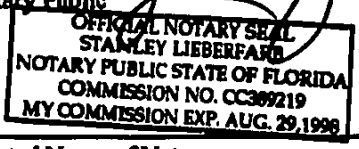
STACEY L. MURRELL

STATE OF FLORIDA)
COUNTY OF COLLIER)

Before me, the undersigned authority, on this day personally appeared HOWARD J. MURRELL, JR. And Stacey Murrell, who executed the foregoing instrument in their personal capacities indicated above and who are personally known to me or who have produced _____ as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 20th day of December, 1996.



Notary Public

OFFICIAL NOTARY SEAL
STANLEY LIEBERFARB
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC309219
MY COMMISSION EXP. AUG. 29, 1998

Printed Name of Notary

My Commission Expires:

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
of
APF Development L.C.

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared, Howard J. Murrell Jr. who after being duly sworn, deposes and states as follows:

1. I am a Duly appointed and acting Managing Member of APF Development L.C. limited liability company, and I have firsthand knowledge of and am competent to testify to the facts contained in this Affidavit.

2. The company currently has two members:

Howard J. Murrell Jr. 2062 Sevilla Way, Naples Fl. 34109

Stacey L. Murrell 2062 Sevilla Way, Naples Fl. 34109

3. The amount of capital contributions to the company made by the members is, in the aggregate, One Hundred Thousand and 00/100 Dollars (\$ 100,000.00).

4. At this time, it is not anticipated that additional capital contributions will be made by the members.

DATED this 24th day of December, 1996.

APF DEVELOPMENT L.C.

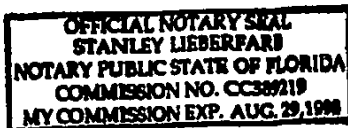

By: Howard J. Murrell Jr.

NOTORIZATION

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Howard J. Murrell, who is personally known to me or who has produced _____ as identification, and who has read and executed the foregoing instrument, and who ~~did~~did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid on this 20th day of December, 1996.

Stanley Lieberfarb
Notary Public
State of Florida At Large



Notary Public - Printed/Typed


My Commission Number: _____

My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company, at the place designated in Article VI of these Articles of Organization, the undersigned party hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 20th day of December, 1996.


STANLEY J. LIEBERFARB

This instrument prepared by:
STANLEY J. LIEBERFARB, ESQ.
TREISER, KOBZA & VOLPE, CHTD.
4001 Tamiami Trail North, Suite 330
Naples, FL 34103

clients transactions\Q.E. Air\APF Development\Articles of Organization\08-20-96

FILED
97 JAN 24 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA